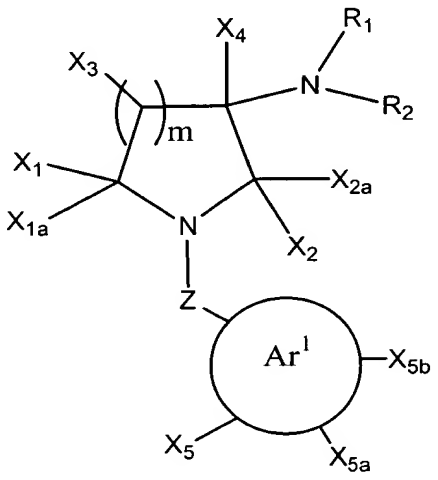
The listing of claims will replace all prior versions and listing of claims in the application.

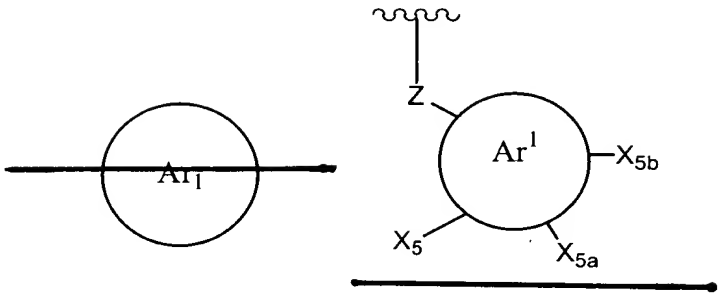
[LISTING OF CLAIMS]

1. (Currently Amended)

A compound of Formula I



; or a pharmaceutically acceptable salt, N-oxide, hydrate, or solvate thereof, wherein



is a pyrrolopyridine ~~an optionally substituted~~ moiety of the formula

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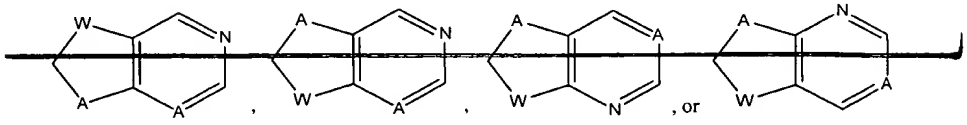

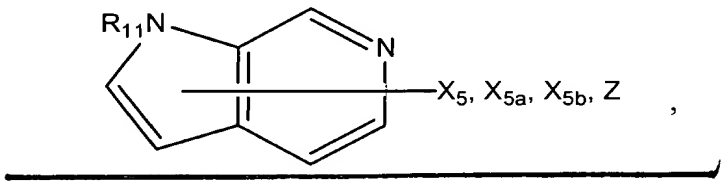

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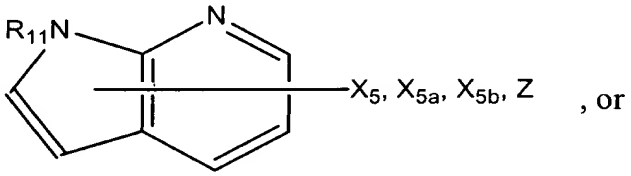

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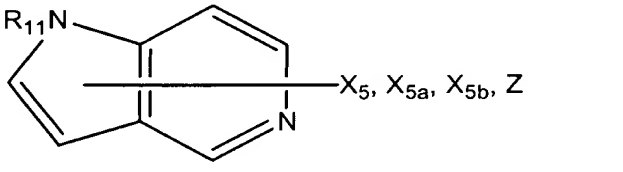

~~in which W is NR_{11};~~ wherein "Z" is bonded to one of any carbon atom in ring positions 2 to 7, and one of X_5, X_{5a} and X_{5b} is an H, hydroxy, or amino substituent on the ring proximal to "Z" attachment at a carbon position that is adjacent to the carbon to which Z is attached and another of X_5, X_{5a}, and X_{5b} is a substituent on the ring distal to the carbon to which "Z" is attached at a position alpha to the nitrogen on the distal ring and is selected from the group consisting of H, hydroxy, H_2N-, (lower alkyl and substituted lower alkyl)HN-, (hydroxy)HN-, (alkoxy)HN- and (amino)HN-, the remaining one of X_5, X_{5a} and X_{5b} is a substituent, as defined below, bonded to any one of the remaining carbon atoms appearing at positions 2 to 7 of the pyrrolopyridine moiety and R_{11} is H, alkyl, aralkyl, heteroaralkyl or $R_8(O)CCH_2$-~~, and A is CH~~;

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Z is alkylenyl, $-(CH_2)_rC(O)NR"(CH_2)_s-$, $-(CH_2)_sR"NC(O)(CH_2)_r-$ or $-(CH_2)_sNR"(CH_2)_r-$;

R_1 is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, aralkyl, substituted aralkyl, heteroaralkyl, substituted heteroaralkyl, $R'O(CH_2)_x-$, $R'O_2C(CH_2)_x-$, $R'C(O)(CH_2)_x-$, $Y^1Y^2NC(O)(CH_2)_x-$, or $Y^1Y^2N(CH_2)_x-$;

R' and R" are independently hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aralkenyl, substituted aralkenyl, heteroaralkenyl,

substituted heteroaralkenyl, aralkyl, substituted aralkyl, heteroaralkyl or substituted heteroaralkyl;

R_2 is hydrogen, aralkyl, substituted aralkyl, heteroaralkyl, substituted heteroaralkyl, aralkenyl, substituted aralkenyl, heteroaralkenyl, substituted heteroaralkenyl, $R_3R_4NC(O)(CH_2)_x$-, $R_3S(O)_p$- or $R_3R_4NS(O)_p$-;

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R_3 is hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aralkyl, substituted aralkyl, heteroaralkyl, substituted heteroaralkyl, aralkenyl, substituted aralkenyl, heteroaralkenyl or substituted heteroaralkenyl, or R_1 and R_3 taken together with the -N-$S(O)_p$- moiety or the -N-$S(O)_p$-NR_4- moiety through which R_1 and R_3 are linked form a 5 to 7 membered heterocyclyl or substituted heterocyclyl; and

R_4 is hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aralkyl, substituted aralkyl, heteroaralkyl or substituted heteroaralkyl, or R_3 and R_4 taken together with the nitrogen to which R_3 and R_4 are attached form a 4 to 7 membered heterocyclyl or substituted heterocyclyl;

X_1 and X_{1a} are independently selected from H, alkyl, substituted alkyl, aryl, substituted aryl, aralkyl, substituted aralkyl, heteroaryl, substituted heteroaryl, heteroaralkyl, substituted heteroaralkyl, or X_1 and X_{1a} taken together form oxo;

X_2 and X_{2a} taken together form oxo;

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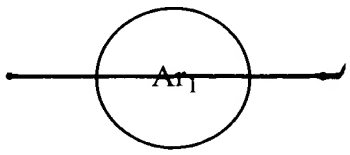
X_3 is H, hydroxy, alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aralkyl, substituted aralkyl, heteroaralkyl or substituted heteroaralkyl, or X_3 and one of X_1 and X_{1a} taken together form a 4 to 7 membered cycloalkyl;

X_4 is H, alkyl, substituted alkyl, aralkyl or substituted aralkyl;

one of X_5, X_{5a} and X_{5b} which has not been otherwise selected ~~are independently~~ is selected from H, R_5R_6N-, (hydroxy)HN-, (alkoxy)HN-, or (amino)HN-, R_7O-, R_5R_6NCO-, $R_5R_6NSO_2$-, R_7CO-, halo, cyano, nitro and $R_8(O)CCH_2$-, ~~and one of X_5, X_{5a} or X_{5b} that is a substituent that is alpha to a the nitrogen of the ring of~~



~~that is distal to Z and is selected from the group consisting of H, hydroxy, H_2N-, (lower alkyl and substituted lower alkyl)HN-, (hydroxy)HN-, (alkoxy)HN- and (amino)HN-~~;

Y^1 and Y^2 are independently hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aralkyl, substituted aralkyl, heteroaralkyl or substituted heteroaralkyl, or Y^1 and Y^2 taken together with the N through which Y^1 and Y^2 are linked form a 4 to 7 membered heterocyclyl;

B1 R_5 and R_6 are independently H, lower alkyl or substituted lower alkyl, or one of R_5 and R_6 is H and the other of R_5 and R_6 is $R_8(O)CCH_2$- or lower acyl;

R_7 is H, lower alkyl, substituted lower alkyl, lower acyl or $R_8(O)CCH_2$- ;

R_8 is H, optionally substituted lower alkyl, alkoxy or hydroxy;

m is 1;

p and r are independently 1 or 2;

s is 0, 1 or 2; and

x is 1, 2, 3, 4, or 5~~; or~~

~~a pharmaceutically acceptable salt, N-oxide, hydrate or solvate thereof~~.

2. (Previously Amended) The compound of claim 1, wherein:

Z is alkylenyl;

R_1 is hydrogen, alkyl, substituted alkyl, aralkyl, substituted aralkyl, heteroaralkyl, substituted heteroaralkyl, $R'O(CH_2)_x$-, $R'O_2C(CH_2)_x$-, $Y^1Y^2NC(O)(CH_2)_x$-, or $Y^1Y^2N(CH_2)_X$-;

R' is hydrogen, alkyl, substituted alkyl, aralkyl, substituted aralkyl, heteroaralkyl, or substituted heteroaralkyl;

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R_2 is $R_3S(O)_p$- or $R_3R_4NS(O)_p$-;

R_3 is alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aralkyl, substituted aralkyl, heteroaralkyl, substituted heteroaralkyl, aralkenyl, substituted aralkenyl, hetero-aralkenyl or substituted heteroaralkenyl, or R_1 and R_3 together with the -N-$S(O)_p$- moiety or the -N-$S(O)_p$-NR_4- moiety through which R_1 and R_3 are linked form a 5 to 7 membered heterocyclyl or substituted heterocyclyl;

R_4 is alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aralkyl, substituted aralkyl, heteroaralkyl or substituted heteroaralkyl, or R_3 and R_4 taken together with the nitrogen to which R_3 and

R_4 are attached form a 4 to 7 membered heterocyclyl or substituted heterocyclyl; and Y^1 and Y^2 are independently hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, aralkyl, substituted aralkyl, heteroaralkyl or optionally substituted heteroaralkyl, or Y^1 and Y^2 taken together with the N through which Y^1 and Y^2 are linked form a 4 to 7 membered heterocyclyl; or

a pharmaceutically acceptable salt, N-oxide, hydrate or solvate thereof.

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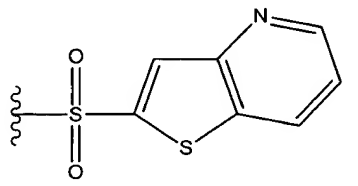
3. (Cancelled)

4. (Cancelled)

5. (Cancelled)

6. (Original) The compound of claim 1 wherein R_2 is selected from the group consisting of



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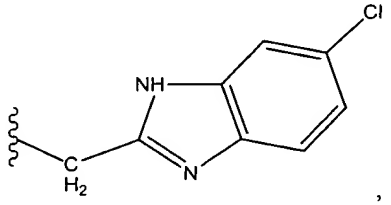

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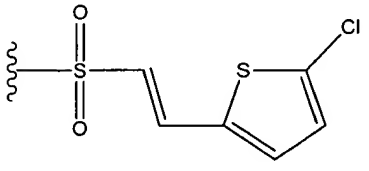

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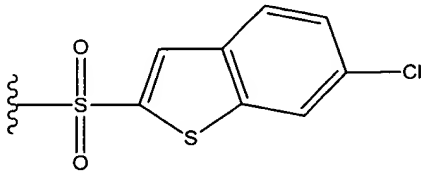

7. (Cancelled)

8. (Previously Amended) The compound of claim 1 wherein R_1 is H, heteroaralkyl, substituted heteroaralkyl, aralkyl, substituted aralkyl, alkyl or substituted alkyl.

9. (Original) The compound of claim 1 wherein R_2 is $R_3S(O)_p$-.

10. (Original) The compound of claim 9 wherein p is 2.

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11. (Previously Amended) The compound of claim 9 wherein R_3 is phenyl, substituted phenyl, naphthyl, substituted naphthyl, thienyl, substituted thienyl, benzothienyl, substituted benzothienyl, thienyopyridyl, substituted thienyopyridyl, quinolinyl, substituted quinolinyl, isoquinolinyl or optionally substituted isoquinolinyl.

12. (Previously Amended) The compound of claim 1 wherein Z is methylenyl.

13. (Cancelled)

14. (Original) The compound of claim 1 wherein each of X_1, X_{1a}, X_3 and X_4 is H.

15. (Cancelled)

16. (Cancelled)

17. (Cancelled)

18. (Cancelled)

19. (Cancelled)

20. (Cancelled)

21. (Cancelled)

22. (Amended) The compound of claim 1, wherein Z is bonded to ~~said moiety through~~ the 5 membered ring of said pyrrolopyridine moiety.

23. (Cancelled).

24. (Amended) The compound of claim ~~23~~ 1 wherein one of X_5, X_{5a} and X_{5b} is hydroxy or amino.

25. (Amended) The compound of claim 1 wherein said one of X_5, X_{5a} and X_{5b} that is a substituent on ~~substitutes~~ the ~~distal~~ ring ~~of~~ 

distal to Z ~~at the~~ and ~~position~~ alpha to a nitrogen thereof is H or (H, lower alkyl, substituted lower alkyl, hydroxy or amino)HN-.

26. (Previously Amended) A compound according to claim 1 which is selected from

1-(4-Aminoquinazolin-7-ylmethyl)-3-(S)-[(1H-pyrrolo[2,3-c]pyridin-2-ylmethyl)amino] pyrrolidin-2-one;

2-(5-Chlorothiophen-2-yl)ethenesulfonic acid [2-oxo-1-(1H-pyrrolo[3,2-c]pyridin-2-yl-methyl)pyrrol-idin-3-(R)-yl]amide;

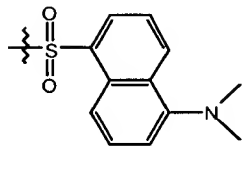
{[2-(5-Chlorothiophen-2-yl)ethenesulfonyl]-[2-oxo-1-(1H-pyrrolo[3,2-c]pyridin-2-yl-methyl)pyrrol-idin-3-(R)-yl]amino}acetic acid isopropyl ester;

5'Chloro-[2,2']bithiophenyl-5-sulfonic acid [2-oxo-1-(1H-pyrrolo[3,2-c]pyridin-2-yl-methyl)-pyrrol-idin-3(S)-yl]-amide; and

2-(5-Chloro-thiophen-2-yl)-ethenesulfonic acid [2-oxo-1-(1H-pyrrolo[3,2-c]pyridin-2-yl-methyl)-pyrrolidin-3-(S)-yl]-amide.

27. (Previously Amended) A compound according to claim 1 which is selected from 2-(5-Chloro-thiophen-2-yl)-ethenesulfonic acid [2-oxo-1-(1H-pyrrolo[3,2-c]pyridin-2-yl-methyl)-pyrrolidin-3-(S)-yl]-amide and thieno[3,2-b]pyridine-2-sulfonic acid [2-oxo-1-(1H-pyrrolo[2,3-c]pyridin-2-ylmethyl)-pyrrolidin-3-(S)-yl]-amide ditrifluoroacetate.

28. (Previously Amended) A compound according to claim 1 wherein X_1, X_{1a}, X_3 and X_4 are H; and R_2 is a radical selected from the group consisting of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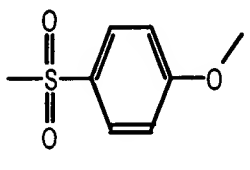
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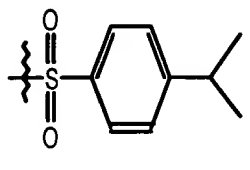
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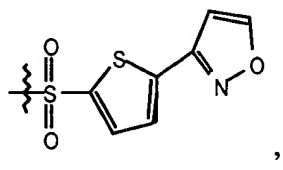
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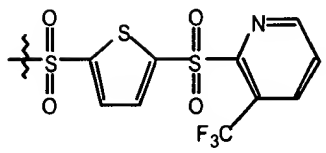
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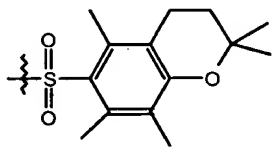
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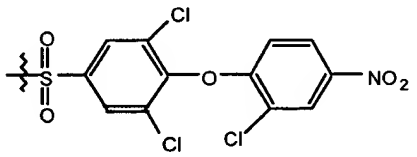
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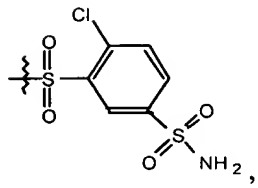
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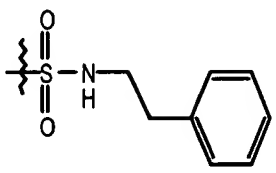
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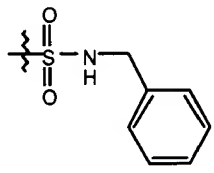
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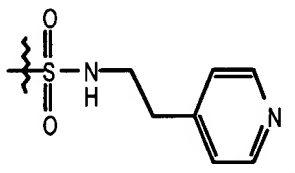
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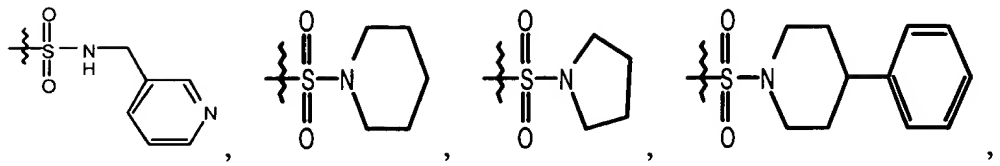

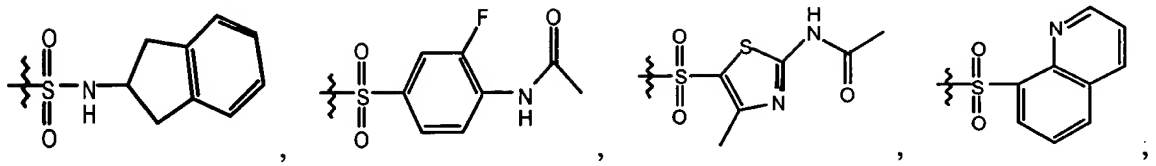

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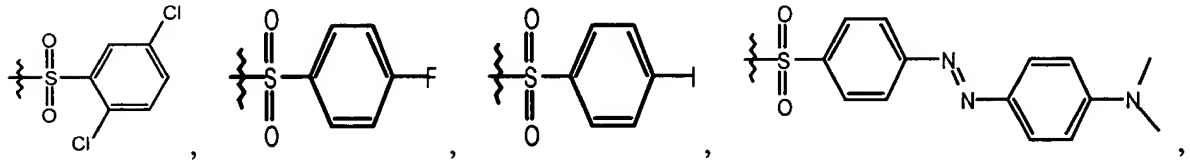

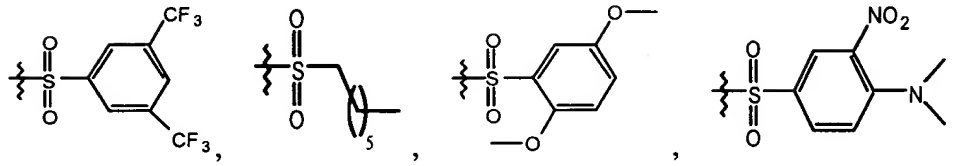

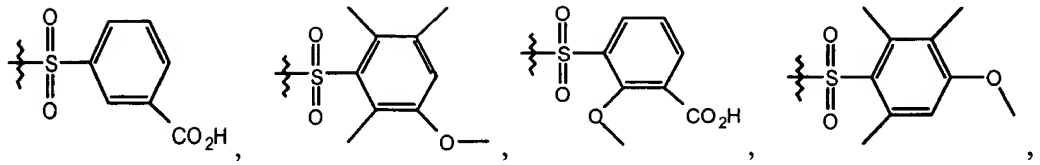

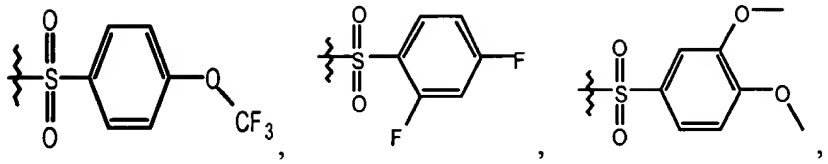

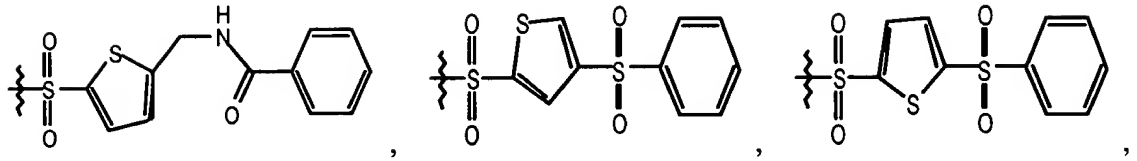

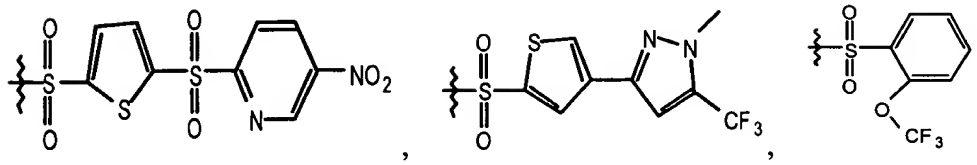

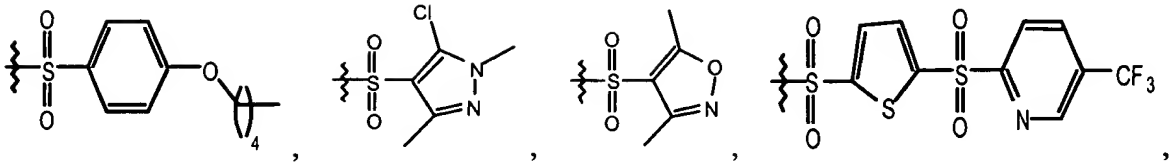

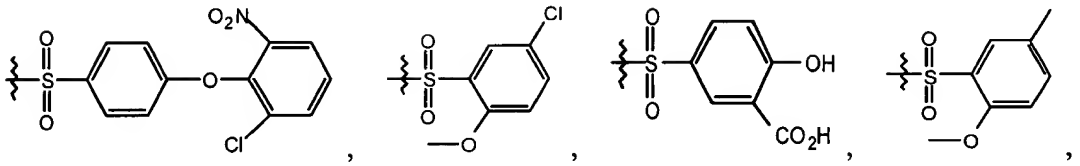

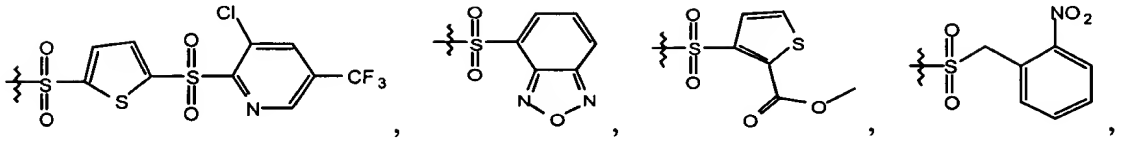

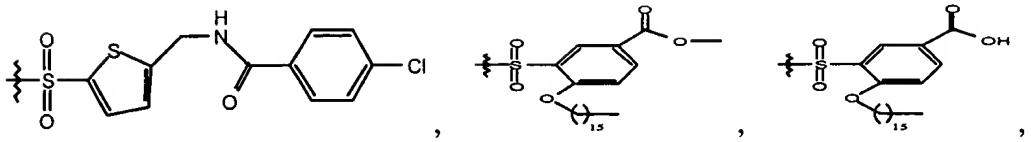

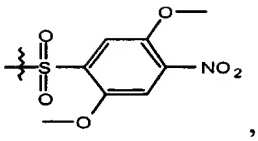
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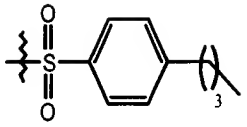
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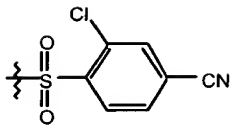
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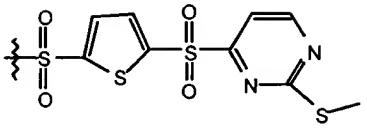
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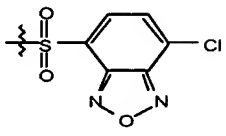
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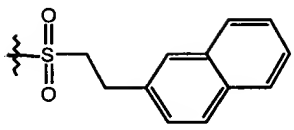
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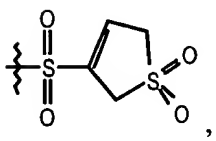
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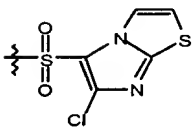
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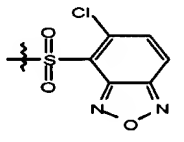
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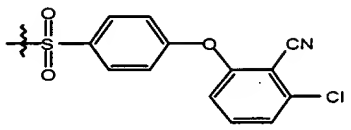
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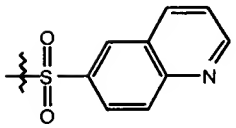
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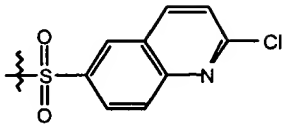
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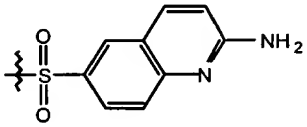
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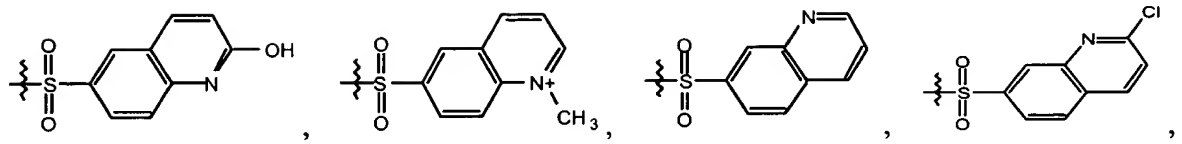

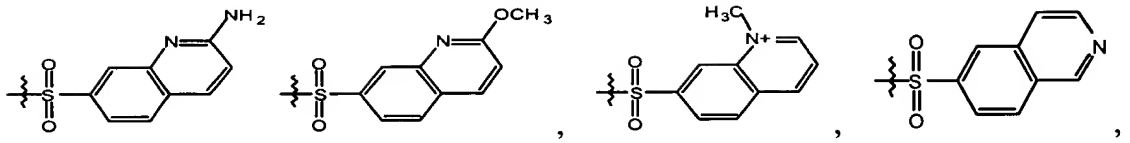

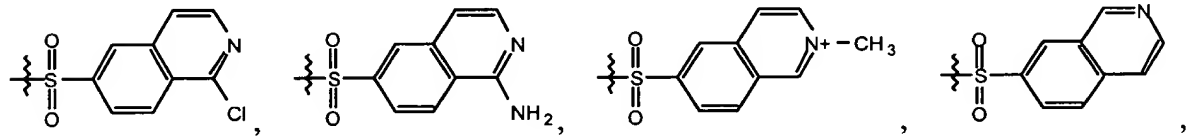

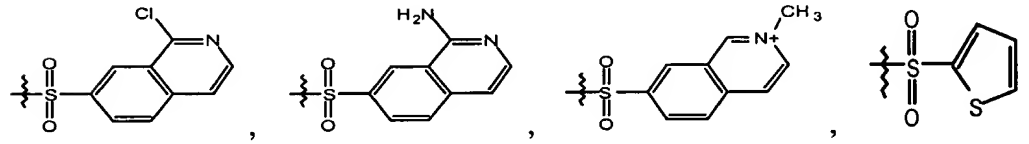

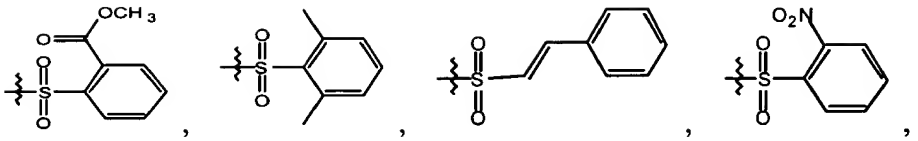

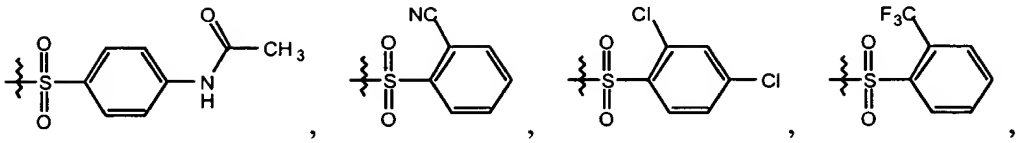

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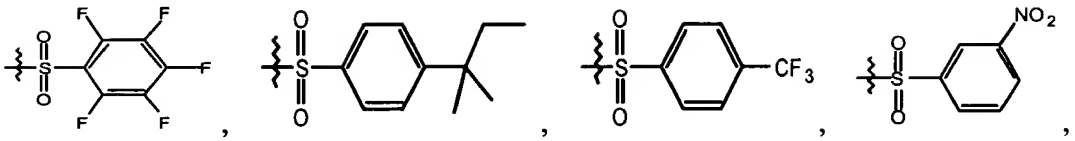

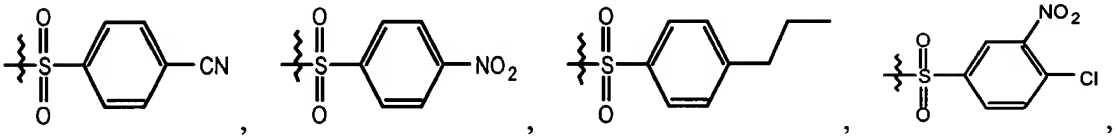

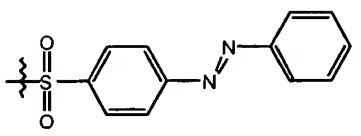
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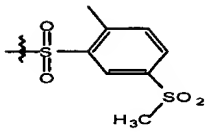
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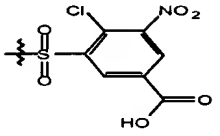
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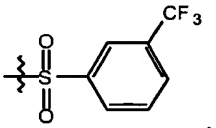
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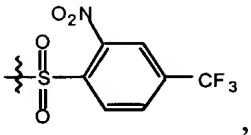
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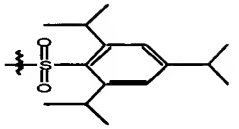
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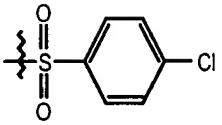
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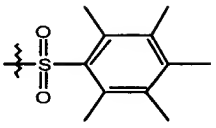
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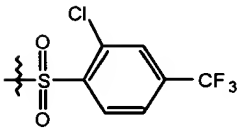
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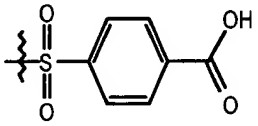
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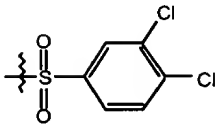
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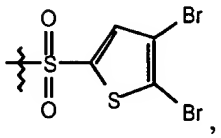
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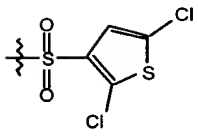
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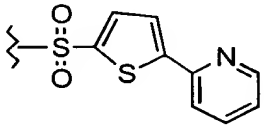
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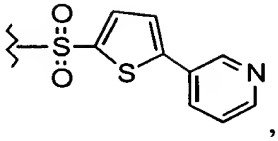
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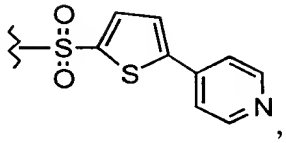
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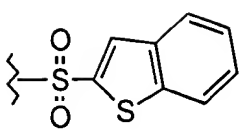
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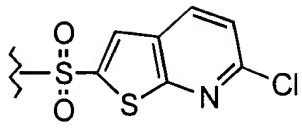
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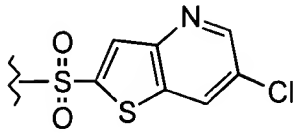
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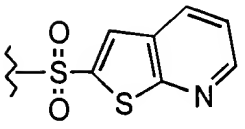
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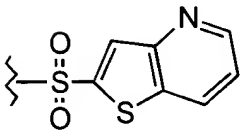
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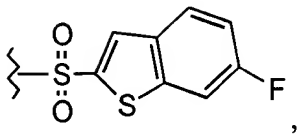
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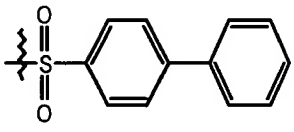
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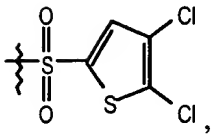
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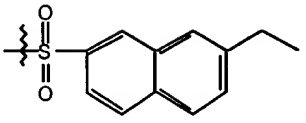
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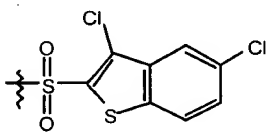
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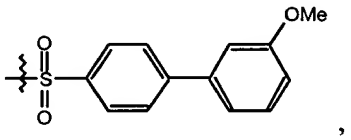
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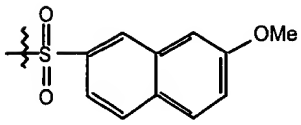
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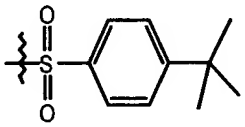
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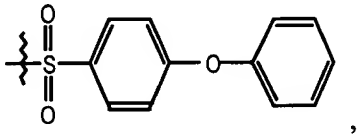
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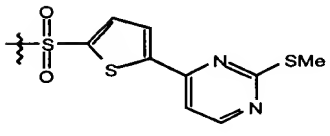
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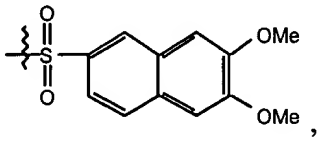
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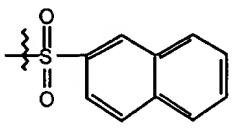
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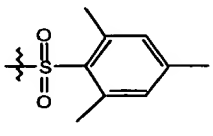
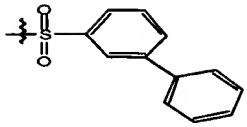
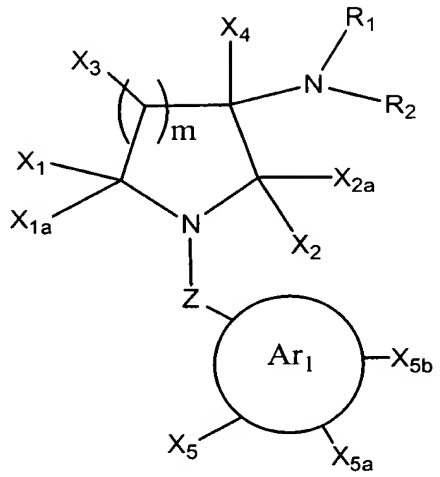
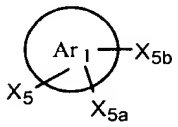
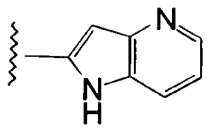


and  .

29. (Amended) A compound <u>of Formula I</u>



~~according to claim 1~~ wherein R_1, X_1, X_{1a}, X_3 and X_4 are H, X_2 and X_{2a} taken together are an oxo group;  is selected from the group consisting of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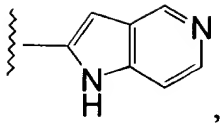
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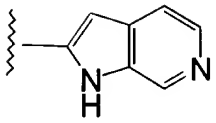
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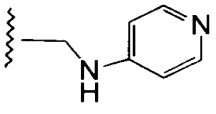
; and R_2 is a

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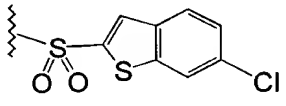
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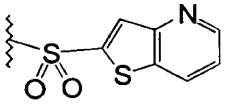
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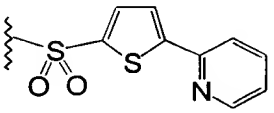
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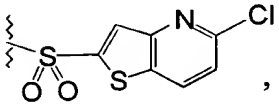
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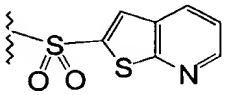
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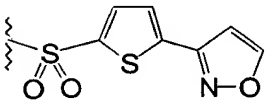
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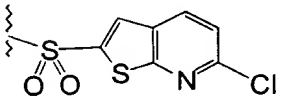
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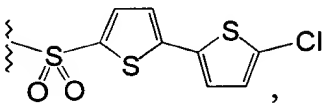
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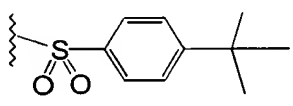
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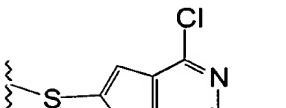
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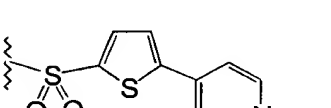
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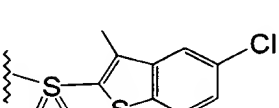
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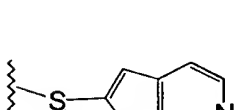
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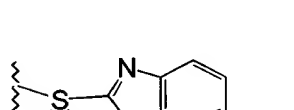
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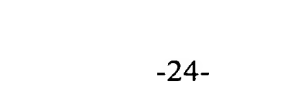
;

30. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable amount of a compound according to claim I and a pharmaceutically acceptable carrier.

31. (Original) A method for treating a patient suffering from a physiological disorder capable of being modulated by inhibiting an activity of Factor Xa comprising administering to the patient a therapeutically effective amount of a compound according to claim 1.

B1

32. (Original) The method according to claim 31 wherein the physiological disorder is abnormal thrombus formation, acute myocardial infarction, unstable angina, thromboembolism, acute vessel closure associated with thrombolytic therapy or percutaneous transluminal coronary angioplasty, transient ischemic attacks, stroke, pathologic thrombus formation occurring in the veins of the lower extremities following abdominal, knee and hip surgery, a risk of pulmonary thromboembolism, or disseminated systemic intravascular coagulopathy occurring in vascular systems during septic shock, certain viral infections or cancer.

33. (Original) The method according to claim 31 wherein the physiological disorder is abnormal thrombus formation, acute myocardial infarction, unstable angina, thromboembolism, acute vessel closure associated with thrombolytic therapy, transient ischemic attacks, restenosis post coronary or venous angioplasty, pathologic thrombus

formation occurring in the veins of the lower extremities following abdominal, knee and hip surgery or a risk of pulmonary thromboembolism.

34. (Original) The method according to claim 31 wherein the physiological disorder is stroke, vessel luminal narrowing, or disseminated systemic intravascular coagulopathy occurring in vascular systems during septic shock, certain viral infections or cancer.

35. (Original) The method of claim 31 wherein said compound according to claim I is administered in combination with at least one other agent selected from diagnostic agents, cardioprotective agents, direct thrombin inhibiting agents, anticoagulant agents, antiplatelet agents and fibrinoloytic agents.

36. (Original) The method of claim 35 wherein said other agent is selected from standard heparin, low molecular weight heparin, direct thrombin inhibitors, aspirin, fibrinogen receptor antagonists, streptokinase, urokinase and tissue plasminogen activator.

37. (Original) The method of claim 36 wherein said other agent is selected from direct thrombin inhibitors and fibrinogen receptor antagonists.

38. (Original) The method of claim 37 wherein said thrombin inhibitor is selected from boroarginine derivatives, boropeptides, hirudin, argatroban and the pharmaceutically acceptable salts, prodrugs, derivatives and analogs thereof.

39. (Original) The pharmaceutical composition of claim 30 further comprising at least one other agent selected from diagnostic agents, cardioprotective agents, direct thrombin inhibiting agents, anticoagulant agents, antiplatelet agents and fibrinoloytic agents.

40. (Original) The pharmaceutical composition of claim 39 wherein said other agent is selected from standard heparin, low molecular weight heparin, direct thrombin inhibitors, aspirin, fibrinogen receptor antagonists, streptokinase, urokinase and tissue plasminogen activator.

41. (Original) The pharmaceutical composition of claim 40 wherein said other agent is selected from direct thrombin inhibitors and fibrinogen receptor antagonists.

42. (Cancelled)